



Union Tank Car Company

225 West Washington Street
Chicago, Illinois 60606
312/372-9500

November 15, 1990

0-324A044

CERTIFIED MAIL
RETURN RECEIPT REQUESTED

Secretary
Interstate Commerce Commission
12th St. & Constitution Ave., N.W., Room 2215
Washington, DC 20423

Re: Equipment Trust Agreement (Series 9)
Recordation No. 6859

Dear Sir or Madam:

Enclosed are the original and two certified copies of the Twelfth Supplemental Equipment Trust Agreement, dated July 31, 1990, between Union Tank Car Company and Harris Trust and Savings Bank, as Trustee. Also enclosed are the original and two certified copies of a Bill of Sale from the Trustee to Union Tank Car Company.

Please file both of these documents as supplements to the filing referred to above. Enclosed is our check in the amount of \$30 for the filing fee. Please return the certified copies of each of the documents, stamped to show the filing, to me.

If you have any questions, please call me at (312) 845-5336.

Thank you.

Sincerely,

Patrick J. Allen
Senior Attorney

PJA/jf
UTC9a
Enclosures

RECORDATION NO

6859 21
FILED 1425

NOV 20 1990 -2 35 PM

INTERSTATE COMMERCE COMMISSION

RECORDATION NO

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FILED 1425

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INTERSTATE COMMERCE COMMISSION

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FILING UNIT



A MEMBER OF THE MARMON GROUP OF COMPANIES

6859-21
RECORDATION NO. FILED 1425

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INTERSTATE COMMERCE COMMISSION

STATE OF ILLINOIS)
COUNTY OF COOK)

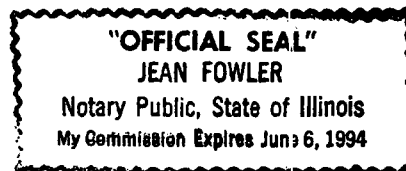
CERTIFICATE

The undersigned, Jean Fowler, a Notary Public in and for said County and State, hereby states that she has compared the attached copy of the Twelfth Supplemental Trust Agreement, dated as of July 31, 1990, with the original document thereof, and hereby certifies that such attached copy is a true and correct copy of the original document in all respects.

In Witness Whereof, the undersigned has set her hand and seal this 15th day of November, 1990.

Jean Fowler
Notary Public

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TWELFTH SUPPLEMENTAL TRUST AGREEMENT

UNION TANK CAR COMPANY (SERIES 9)

REGISTRATION NO.

FILED 1423

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INTERSTATE COMMERCE COMMISSION

THIS TWELFTH SUPPLEMENTAL TRUST AGREEMENT, dated as of July 31, 1990, by and between Union Tank Car Company ("Company"), a corporation duly organized and existing under the laws of Delaware, and Harris Trust & Savings Bank, as Trustee ("Trustee").

Recitals

A. Company has heretofore executed and delivered to Trustee an Equipment Trust Agreement ("Trust Agreement") dated January 15, 1973, providing for the issue of its Equipment Certificates (Series 9) in the aggregate principal amount of \$25,000,000.

B. Company desires to comply with Section 5.06 of the Trust Agreement by the execution of a Supplement thereto, to evidence the inclusion of Equipment as a part of the Trust Equipment under the Trust Agreement.

Agreement

Company hereby covenants and agrees with Trustee, for the equal and proportionate benefit of the respective holders from time to time of the Trust Certificates, as follows:

1. Substitution of Equipment. The Equipment described in Schedule A hereto is hereby substituted for the Equipment described in Schedule B hereto.

2. Substituted Equipment Subject to Trust Agreement. The Equipment described in Schedule A hereto is hereby included as part of the Trust Equipment under the Trust Agreement and is and shall be subject to all the terms and conditions of the Trust Agreement in all respects. The Equipment described in Schedule B hereto is hereby removed from the list of Trust Equipment under the Trust Agreement and is no longer subject to any provisions of the Trust Agreement.

3. Concerning Trustee. Trustee accepts the provisions of this Supplemental Trust Agreement but only upon the terms and conditions set forth in the Trust Agreement, as amended. Without limiting the generality of the foregoing, Trustee assumes no responsibility for the correctness of the recitals herein contained, which shall be taken as the statement of Company. Trustee makes no representations and shall have no responsibility as to the validity of this Supplemental Trust Agreement.

4. Miscellaneous. Except as hereby expressly provided, the Trust Agreement is in all respects ratified and confirmed and all the terms, provisions and conditions thereof shall be and remain in full force and effect. The Supplemental Trust Agreement may be executed in any number of counterparts, each of which shall be an original.

Company and Trustee have caused this Supplemental Trust Agreement to be duly executed by their respective officers thereunto duly authorized and their respective corporate seals, duly attested, to be hereunto affixed, all as of the date first stated above.

UNION TANK CAR COMPANY

By: 

R. C. Gluth,
Executive Vice President

Attest:



Robert W. Webb, Secretary

HARRIS TRUST & SAVINGS BANK

By: 

VICE PRESIDENT

Attest:

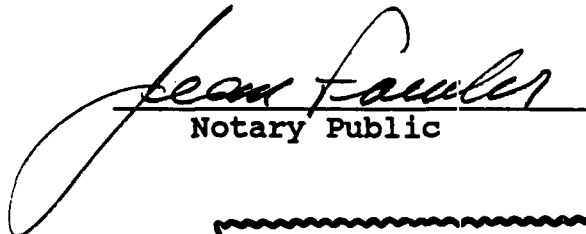


~~Secret Secretary~~
ASSISTANT SECRETARY

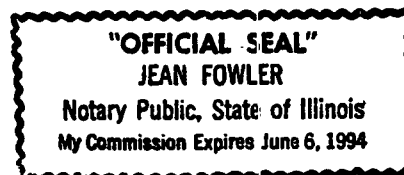
UTC2044-9

STATE OF ILLINOIS)
)
COUNTY OF COOK) ss

On July 31, 1990, before me personally came R. C. Gluth, to me known, who, being by me duly sworn, did depose and say that he is Executive Vice President of Union Tank Car Company, one of the corporations described in and which executed the foregoing instrument; that he knows the seal of said corporation; that the seal affixed to said instrument is such corporate seal; that it was so affixed by order of the Board of Directors of said corporation; and that he signed his name thereto by like order.

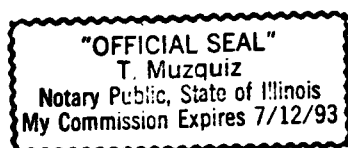

Notary Public

My Commission Expires:



STATE OF ILLINOIS)
)
COUNTY OF COOK) ss

On this 13th day of November, 1990, before me personally came R. G. MASON, to me known, who, being by me duly sworn, did depose and say that he is VICE PRESIDENT of Harris Trust & Savings Bank, one of the corporations described in and which executed the foregoing instrument; that he knows the seal of said corporation; that the seal affixed to said instrument is such corporate seal; that it was so affixed by order of the Board of Directors of said corporation; and that he signed his name thereto by like order.




Notary Public

My Commission Expires:

UTC2044-9

UNION TANK CAR COMPANY - TREASURERS DEPARTMENT
RAILCAR SUBSTITUTIONS (SCHEDULE A)
R 9 SERIES 9 10/25/90

PAGE 1

ROAD NUMBER	AAR CODE	CAR CAPACITY	UNIT MEAS	-CODES- CO CTY		-----DATES-----		CERTIFICATE TRUST COST	NET BOOK VALUE	
						IN USE	WRECKED/ RETIRED			
BAYX	014	TMT	20,000	GAL	1	1	07 80	\$ 89,494	\$ 43,628	

NUMBER OF CARS			1						\$ 89,494	\$ 43,628

UNION TANK CAR COMPANY - TREASURERS DEPARTMENT
 WRECKED/RETIRED CARS (SCHEDULE B)
 R 9 SERIES 9 07/31/90

PAGE 1

ROAD NUMBER	AAR CODE	CAR CAPACITY	UNIT MEAS	-CODES- CU CTY		-----DATES-----		CERTIFICATE TRUST COST	NET BOOK VALUE	SUBSTI- TUTION VALUE *
						IN USE	WRECKED/ RETIRED			
RTCX 27367	TM	21,000	GAL	1	1	02/75	12/89	\$ 30,343	\$ 6,954	\$ 6,954
RTCX 27369	TM	21,000	GAL	1	1	02/75	12/89	30,343	6,954	6,954
UNPX 100302	GT	0		3	2	10/71	04/90	20,233	1,265	2,348
UTLX 58609	TH	26,000	GAL	1	1	10/71	03/90	16,228	1,014	2,142
UTLX 58797	TM	20,000	GAL	1	1	10/71	09/89	16,240	1,015	2,625
UTLX 73165	TMI	22,800	GAL	3	2	10/71	10/89	22,427	1,402	2,884
UTLX 76131	TMI	17,000	GAL	1	1	10/71	10/89	20,181	1,261	1,749
UTLX 58796	TM	20,000	GAL	1	1	10/71	07/90	16,241	1,015	2,608
UTLX 58778	TM	20,000	GAL	1	1	10/71	08/90	16,512	963	1,292
BCOL 2206	LOC	3,300	CUFT	3	2	10/71	08/90	27,939	1,630	2,676
BCOL 2207	LOC	3,300	CUFT	3	2	10/71	08/90	27,939	1,630	2,676
BCOL 2208	LOC	3,300	CUFT	3	2	10/71	08/90	27,939	1,630	2,676
BCOL 2210	LOC	3,300	CUFT	3	2	10/71	08/90	27,939	1,630	2,676
BCOL 2211	LOC	3,300	CUFT	3	2	10/71	08/90	27,939	1,630	2,676
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NUMBER OF CARS	14							\$ 328,443	\$ 29,993	\$ 42,936

*The greater of: Scrap,
 sale, or net book value